



CORPORATION SERVICE COMPANY

RECORDATION NO. 25503 FILED 1

MAR 17 '05 11-21 AM

SURFACE TRANSPORTATION BOARD



March 16, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 – Fax
saddlerb@stb.dot.gov

RE: 142526-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of February 11, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **CEREAL FOOD PROCESSORS**
2001 Shawnee Mission Parkway Mission Woods, KS 66205

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **CEREAL FOOD PROCESSORS** covering 25 covered hopper cars with reporting marks and numbers: CEFX 75408 – CEFX 75595 – NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11th day of February, 2003 is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CEREAL FOOD PROCESSORS, a Kansas corporation, with an address at 2001 Shawnee Mission Pkwy., Mission Woods, KS 66205 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of April 1, 2003 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CEREAL FOOD PROCESSORS

By: Ken Bisping
Name: Ken Bisping
Title: Director of Logistics

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Schedule A

Number of Cars		Equipment Description
25		5,660 C.F. P.D. covered hopper car
1	CEFX	75408
2	CEFX	75420
3	CEFX	75431
4	CEFX	75433
5	CEFX	75439
6	CEFX	75445
7	CEFX	75455
8	CEFX	75458
9	CEFX	75469
10	CEFX	75470
11	CEFX	75473
12	CEFX	75479
13	CEFX	75481
14	CEFX	75494
15	CEFX	75495
16	CEFX	75500
17	CEFX	75501
18	CEFX	75505
19	CEFX	75510
20	CEFX	75511
21	CEFX	75571
22	CEFX	75572
23	CEFX	75573
24	CEFX	75590
25	CEFX	75595